
SUPPLEMENTAL AGREEMENT

Dated as of October 15, 1973

Among

THE EQUITABLE TRUST COMPANY,

THE CHESAPEAKE AND OHIO RAILWAY COMPANY,

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

Covering 303 Used Locomotives

RECORDATION NO. **6701-B**
DEC 13 1973 - 11 55 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of October 15, 1973, among THE EQUITABLE TRUST COMPANY, a Maryland corporation (hereinafter called the Seller), THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (hereinafter called C&O), and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (hereinafter called B&O).

WHEREAS, THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES, a New York corporation (hereinafter called the Lessor), was the owner of 303 used locomotives (hereinafter called the Locomotives), previously delivered and leased by the Lessor to B&O, bearing B&O markings and road numbers, pursuant to nine Leases of Railroad Equipment as respectively supplemented and extended (hereinafter called the Leases), of record with the Interstate Commerce Commission, all as set forth in Schedule A to the Purchase Agreement hereinafter referred to; and

WHEREAS, the Seller, B&O, C&O, and the Lessor executed a Purchase Contract and Conditional Sale Agreement dated as of July 1, 1972 (hereinafter called the Conditional Sale Agreement) filed and recorded with the Interstate Commerce Commission on August 23, 1972 under recordation number 6701; and

WHEREAS, pursuant to the Conditional Sale Agreement, the Leases were terminated, the Lessor sold to the Seller and the Seller purchased from the Lessor and the Lessor received payment therefor, and the Seller immediately after such purchase sold to C&O and C&O purchased from the Seller, on the terms and conditions set forth in the Conditional Sale Agreement, and C&O concurrently sold to B&O, the Locomotives, and C&O executed an Agreement with B&O to such effect dated as of July 1, 1972,

and subject to the Conditional Sale Agreement; and

WHEREAS, B&O now desires to effect a change in the identifying road numbers of seven (7) of the Locomotives subject to the Conditional Sale Agreement, and the Seller and C&O hereby consent thereto;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Schedule A to the Conditional Sale Agreement is hereby amended by changing the road numbers of seven (7) of the Locomotives as follows:

<u>Eliminated Old Numbers</u>	<u>Substituted New Numbers</u>
6693	5625
6694	5626
6695	5627
6696	5628
6697	5629
6698	5630
6699	5631

(2) B&O at its expense will promptly cause this Supplemental Agreement to be filed, recorded or deposited with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed as of the date first above written.

THE EQUITABLE TRUST COMPANY

(Corporate Seal)

Attest:


Assistant Secretary

By


Senior Vice President

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

(Corporate Seal)

By *L.C. Bright*
Treasurer

Attest:

Patricia J. Hunady
Assistant Secretary

THE BALTIMORE AND OHIO RAILROAD COMPANY

(Corporate Seal)

By *L.C. Bright*
Treasurer

Attest:

Patricia J. Hunady
Assistant Secretary

Appd. as to
Legal Form

R J H
General Attorney

STATE OF MARYLAND)
) ss:
CITY OF BALTIMORE)

On this 30th day of November, 1973, before me personally appeared Robert W. Irving, to me personally known, who, being by me duly sworn, says that he is a Senior Vice President of THE EQUITABLE TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)


Raisella D. Garner
Notary Public

My Commission Expires July 1, 1974.

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

On this 21st day of November, 1973, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is the Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)




Notary Public
CLARA MASUGA
Notary Public For Cuyahoga County
My Commission Expires April 21, 1974

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

On this 21st day of November, 1973, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is the Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)



Notary Public
CLARA MASUGA
Notary Public For Cuyahoga County
My Commission Expires April 21, 1974